

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOLL INDUSTRIES, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 10-11371 (MFW)
(Jointly Administered)

Re: Docket No. 97

**ORDER CLARIFYING SCOPE OF, AND ESTABLISHING PROCEDURES
IN CONNECTION WITH, CREDITOR ACCESS TO INFORMATION
PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 107(b),
AND 1102(b)(3) AND BANKRUPTCY RULE 9018**

Upon the Motion of the Official Committee of Unsecured Creditors (the "Committee") for entry of an order establishing procedures with respect to the creditors' access to information (the "Motion")²; and the Court having reviewed the Motion; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this Chapter 11 Case in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, and it

¹ The Debtors in these cases are as follows: Moll Industries, Inc., Case No. 10-11371 (MFW); Moll Holdings, Inc., Case No. 10-11372 (MFW); Moll Europe Holdings, LLC, Case No. 10-11373 (MFW); and Moll Latin America Holdings, LLC, Case No. 10-11374 (MFW).

² Capitalized terms used herein that are not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

appearing that the relief requested is in the best interests of the Debtors' estates, its creditors, and other parties in interest; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Without further order of the Court, the Committee shall not be required pursuant to Bankruptcy Code section 1102(b)(3)(A) to provide access to any Confidential Information³ to any entity⁴ except as provided in this Order.
3. Without further order of the Court, the Committee shall not be required pursuant to Bankruptcy Code section 1102(b)(3)(A) to provide access to any Privileged Information⁵ to any entity except as provided in this Order. The Committee shall be permitted, but not required, to provide access to Privileged Information to any party so long as (a) such Privileged Information is not

³ For purposes of this Order, the term "Confidential Information" shall mean any nonpublic information of the Debtor, including, without limitation, documents prepared by the Debtor or its advisors or other agents containing non-public information concerning the Debtor's assets, liabilities, business operations, projections, analyses, compilations, studies which is furnished, disclosed or made known to the Committee, whether intentionally and in any manner, including in written form, orally, or through electronic, facsimile, or computer-related communication. Confidential Information shall include (a) any notes, summaries, compilations, memoranda or similar written materials disclosing or discussing Confidential Information; (b) any written Confidential Information that is marked confidential by the Debtor or its agents; and (c) any other Confidential Information conveyed to the Committee orally that the Debtor or its advisors or other agents advise the Committee should be treated as confidential.

⁴ The term "entity" shall have the meaning ascribed by Bankruptcy Code section 1011(15).

⁵ For the purposes of this Order, the term "Privileged Information" shall mean any information subject to the attorney-client or some other state, federal, or other jurisdictional law privilege (including attorney work product), whether such privilege is solely controlled by the Committee or is a joint privilege with the Debtor or some other party.

Confidential Information and (b) the relevant privilege is held and controlled solely by the Committee.

4. The Committee shall implement the Creditor Information Protocol in accordance with Bankruptcy Code sections 1102(b)(3)(A) and (B).

5. Any information received (formally or informally) by the Committee from any entity in connection with an examination pursuant to Bankruptcy Rule 2004 or in connection with any formal or informal discovery in any contested matter, adversary proceeding, or other litigation shall not be governed by the terms of this Order but, rather, by any order governing such discovery.

6. The Debtors shall assist the Committee in identifying any Confidential Information concerning the Debtors that is provided by the Debtors or its agents or professionals, or by any third party, to the Committee, its agents, and professionals; provided, however, that the Debtors' failure to designate information as "Confidential Information" shall not mean the documents, communications, information, or other materials do not constitute Confidential Information.

7. Creditor Information Requests. Subject to paragraph 10 below, if a creditor (the "Requesting Creditor") submits a written request to the Committee (the "Information Request") for the Committee to disclose information, (a) the Committee shall as soon as practicable, but no more than twenty (20) days after receipt of the Information Request, provide a response to the Information Request (the "Response"), either by providing access to the information requested or the reasons the Information Request cannot be granted and (b) provide the Debtors

with (i) notice of the Information Request within five (5) business days of the Committee's receipt of the Information Request and (ii) a copy of the Response at least five (5) business days before it is disseminated.

8. If the Response is to deny the Information Request because the Committee believes the Information Request implicates Confidential Information that need not be disclosed pursuant to the terms of this Order or otherwise under Bankruptcy Code section 1102 (b)(3)(A), because the Debtors object to such disclosure, or that the Information Request is unduly burdensome, the Requesting Creditor may, after a good faith effort to meet and confer with an authorized representative of the Committee and the Debtors regarding the Information Request and the Response, seek to compel such disclosure for cause pursuant to a motion. Such motion shall be served on the Committee, the Debtors, and the Office of the United States Trustee for the District of Delaware, and the hearing on such motion shall be noticed and scheduled. The Committee shall not object to any Requesting Creditor's request to participate in any such hearing by telephone conference. Nothing herein shall be deemed to preclude the Requesting Creditor from requesting (or the Committee or the Debtors objecting to such request) that the Committee provide the Requesting Creditor a log or other index of any information specifically responsive to the Requesting Creditor's request that the Committee deems to be Confidential Information or Privileged Information. Furthermore, nothing herein shall be deemed to preclude the Requesting Creditor from requesting that the Court conduct an in camera review of any information specifically responsive to the

Requesting Creditor's request that the Committee claims is Confidential Information or Privileged Information.

9. In its Response to an Information Request for access to Confidential Information, the Committee shall consider whether (a) the Requesting Creditor is willing to agree to reasonable confidentiality and trading restrictions approved by the Debtors with respect to such Confidential Information and represents that such trading restrictions and any information-screening process complies with applicable securities laws; and (b) under the particular facts, such agreement and any information-screening process that it implements will reasonably protect the confidentiality of such information; provided, however, that so long as the Committee complies with the requirements of paragraph 10 below, if the Committee elects to provide access to Confidential Information on the basis of such confidentiality and trading restrictions, the Committee shall have no responsibility for the Requesting Creditor's compliance with, or liability for violation of, applicable securities or other laws. Any disputes with respect to this paragraph shall be resolved as provided in the preceding paragraph, and, to the extent applicable, paragraph 10.

10. Exculpation. None of the Debtors, the Committee, and any of their respective directors, officers, employees, members, attorneys, consultants, advisors, and agents (acting in such capacity) (collectively, the "Exculpated Parties"), shall have or incur any liability to any entity (including the Debtors and their affiliates) for any act taken or omitted to be taken in connection with the

preparation, dissemination, or implementation of the Creditor Information Protocol, information to be provided pursuant to Bankruptcy Code section 1102(b)(3); provided, however, that the foregoing shall not affect the liability of any Exculpated Party protected pursuant to this paragraph 10 that otherwise would result from any such act or omission to the extent that such act or omission is determined in a final non-appealable order to have constituted a breach of fiduciary duty, gross negligence, or willful misconduct, including, without limitation, fraud and criminal misconduct, or the breach of any confidentiality agreement or order. Without limiting the foregoing, the exculpation provided in this paragraph shall be coextensive with any Exculpated Party's qualified immunity under applicable law.


11. Release of Confidential Information of Third Parties. If any Information Request implicates Confidential Information of the Debtors (or any other entity) and the Committee agrees that such request should be satisfied, or if the Committee on its own wishes to disclose such Confidential Information to creditors, the Committee may demand (the "Demand") for the benefit of the Debtors' creditors: (a) if the Confidential Information is information of the Debtors (or any of their non-Debtor subsidiaries or affiliates), by submitting a written request, each captioned as a "Committee Information Demand," to counsel for the Debtors stating that such information will be disclosed in the manner described in the Demand unless the Debtors object to such Demand on or before fifteen (15) days after the service of such Demand; and, after the lodging of such an objection, the Committee, the Requesting Creditor, or the Debtors may schedule a hearing with the Court

seeking a ruling with respect to the Demand; and (b) if the Confidential Information is information of another entity, by submitting a written request to such entity and its counsel of record, if applicable, with a copy to Debtors' counsel, stating that such information will be disclosed in the manner described in the Demand unless such entity or the Debtors object to such Demand on or before fifteen (15) days after the service of such Demand; and, after the lodging of such an objection, the Committee, the Requesting Creditor, such entity, or the Debtors may schedule a hearing with the Court seeking a ruling with respect to the Demand.

12. Nothing in this Order requires the Committee to provide access to information or solicit comments from any entity that has not demonstrated to the satisfaction of the Committee, in its sole discretion, or to the Court, that it holds claims of the kind described in Bankruptcy Code section 1102(b)(3).

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
June 17, 2010



The Honorable Mary F. Walrath
United States Bankruptcy Judge